

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TENNESSEE
Knoxville Division**

WORLDWIDE INTERACTIVE
NETWORK, INC.,

Plaintiff,

v.

CHMURA ECONOMICS &
ANALYTICS, LLC,

Defendant.

Case No.: 3:09-CV-00121

DECLARATION OF CHRISTINE CHMURA

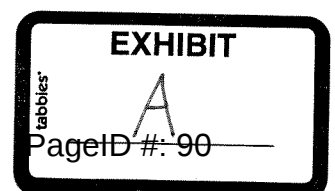
I, Christine Chmura, state as follows:

1. I am President of Chmura Economics & Analytics, LLC ("Chmura"). I give this Declaration as President of Chmura in support of Chmura's Motion to Dismiss the Complaint filed by Worldwide Interactive Network, Inc. ("WIN"). I am over eighteen (18) years of age, and the information provided herein is based on my personal knowledge and/or investigation.

2. Chmura is a Virginia limited liability company organized under the laws of the Commonwealth of Virginia with its principal place of business located at 1309 East Cary Street, Richmond, Virginia 23219. Chmura has one other office in Cleveland, Ohio.

3. Chmura is a full service consulting firm specializing in applied economic consulting, quantitative research and software solutions.

4. Chmura's contacts with Tennessee have been limited. Chmura is not incorporated or registered to do business in Tennessee; does not own, rent, lease, use or possess any real property in Tennessee; does not pay taxes in Tennessee; does not maintain a bank account in



Tennessee; apart from WIN and a WIN client, does not have or support any clients in Tennessee; does not regularly provide services in Tennessee; and does not have any employees in or working out of Tennessee.

5. Chmura's activities in Tennessee through the date of this Declaration are as follows:

a. Chmura and WIN, a Tennessee corporation, began an informal business relationship in 2005.

b. In June and July 2005, Chmura Principals Christine Chmura and Leslie Peterson traveled to Tennessee to meet with Teresa Chasteen, President of WIN, to discuss a possible collaboration between Chmura and WIN.

c. In September 2006, Chmura submitted a proposal to WIN by email entitled, "Developing a 'Strategic Compass' Template for Workforce and Economic Strategic Planning" (the "Proposal"). In the Proposal, Chmura presented the concept of allowing WIN to become a distributor of Chmura's proprietary "JobsEQ" and using some of the outputs from JobsEQ to power a new software product to be called "Strategic Compass Powered by JobsEQ" that Chmura would develop and license to WIN.

d. To the best of my knowledge, WIN executed the Proposal on or about September 14, 2006, and Chmura proceeded with the development work on the "Strategic Compass Powered by JobsEQ" software.

e. Between 2005 and the present, Chmura has communicated with WIN from outside Tennessee by email, telephone and written correspondence.

f. All of Chmura's development work on the "Strategic Compass Powered by JobsEQ" software product was performed by Chmura employees outside of Tennessee.

g. Subsequent to executing the Proposal, the parties attempted to negotiate a more complete written contract to memorialize their understanding, but those negotiations were not successful.

h. Since 2005, Chmura employees have visited Tennessee on only two occasions, in February and October 2008, to provide training on the "Strategic Compass Powered by JobsEQ" software.

i. The relationship between Chmura and WIN deteriorated during 2008, and in late 2008 the parties discontinued their contract negotiations and joint marketing efforts. Chmura continues, however, to provide service to WIN accounts, including two related entities in Tennessee, that are using the "Strategic Compass Powered by JobsEQ" software.

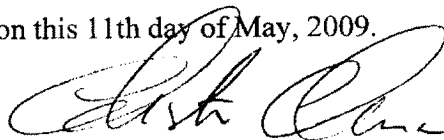
6. Aside from its work with WIN, Chmura has not entered into any other agreement with parties incorporated, headquartered or residing in Tennessee.

7. Following a diligent inquiry, Chmura has no knowledge of any Chmura employee making any statements to third parties to the effect that any WIN system infringes the '659 Patent or that Chmura would initiate patent infringement litigation against WIN if WIN introduced a WIN system as alleged in Paragraph 8 of the Complaint. If any such statements were made, they were not authorized by Chmura.

[SIGNATURE PAGE FOLLOWS]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed in Richmond, Virginia on this 11th day of May, 2009.

A handwritten signature in black ink, appearing to read 'Christine Chmura', written over a horizontal line.

Christine Chmura, Ph.D.
Chmura Economics & Analytics, LLC